

MOSAIC CO  
Form 5/A  
October 09, 2012

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
COCHRAN PHYLLIS E

(Last) (First) (Middle)

C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MOSAIC CO [MOS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
05/31/2012

4. If Amendment, Date Original Filed (Month/Day/Year)  
07/06/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	11/20/2008	^	L5	(6) 2.1008 A \$ 33.88	1,002.1008	I	By Husband
Common Stock	02/19/2009	^	L5	(6) 1.2102 A \$ 41.35	1,003.311	I	By Husband
Common Stock	05/21/2009	^	L5	(6) 0.902 A \$ 45.53	1,004.213	I	By Husband
Common Stock	08/20/2009	^	L4	(6) 0.9149 A \$ 54.39	1,005.1279	I	By Husband

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Common Stock	11/19/2009	Â	L5	0.9409 (6)	A	\$ 49.49	1,006.0688	I	By Husband
Common Stock	02/18/2010	Â	L5	0.8271 (6)	A	\$ 54.01	1,006.8959	I	By Husband
Common Stock	05/20/2010	Â	L5	1.1005 (6)	A	\$ 45.74	1,007.9964	I	By Husband
Common Stock	08/20/2010	Â	L4	0.8932 (6)	A	\$ 56.43	1,008.8896	I	By Husband
Common Stock	11/19/2010	Â	L5	0.7343 (6)	A	\$ 68.69	1,009.6239	I	By Husband
Common Stock	02/18/2011	Â	L5	0.5887 (6)	A	\$ 85.75	1,010.2126	I	By Husband
Common Stock	05/03/2011	Â	L5	0.6937 (6)	A	\$ 72.81	1,010.9063	I	By Husband
Common Stock	08/19/2011	Â	L4	0.7665 (6)	A	\$ 65.95	1,011.6728	I	By Husband
Common Stock	11/18/2011	Â	L	0.9606 (6)	A	\$ 52.66	1,012.6334	I	By Husband
Common Stock	02/17/2012	Â	L	0.9096 (6)	A	\$ 55.66	1,013.543	I	By Husband
Common Stock	Â	Â	Â	Â	Â	Â	7,839	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Pri Deriv Secur (Instr. 3)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock	\$ 0 (1)	Â	Â	Â	Â	Â (3) Â (2)	Common Stock	1,712

Units

Restricted

Stock	\$ 0 <sup>(1)</sup>	Â	Â	Â	Â	Â	Â	Â <sup>(4)</sup>	Â <sup>(2)</sup>	Common Stock	1,381	Â
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Units

Restricted

Stock	\$ 0 <sup>(1)</sup>	Â	Â	Â	Â	Â	Â	Â <sup>(5)</sup>	Â <sup>(2)</sup>	Common Stock	2,908	Â
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Units

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

COCHRAN PHYLLIS E  
C/O THE MOSAIC COMPANY  
3033 CAMPUS DRIVE, SUITE E490  
PLYMOUTH, MN 55441

Â X Â Â Â

## Signatures

/s/ Richard L. Mack, Attorney in Fact for Phyllis E.  
Cochran

10/09/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) One-for-One
- (2) Not Applicable
- (3) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.
- (4) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.
- (5) The restricted stock units vest on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (6) These shares were originally reported reported as owned directly by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.